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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administrated)

**MOTION OF SPCP GROUP, L.L.C. PURSUANT TO BANKRUPTCY RULE 3018(a)
REQUESTING TEMPORARILY ALLOWANCE OF CLAIMS
FOR PURPOSES OF VOTING TO ACCEPT OR REJECT THE PLAN**

SPCP GROUP, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD (collectively, "Silver Point"), by and through its undersigned counsel, hereby submits its Motion Pursuant to Bankruptcy Rule 3018(a) Requesting Temporary Allowance of Claims for Purposes of Voting to Accept or Reject the Plan, in the full amount of its claims identified on Exhibits "A-1" and "A-2" hereto solely for the propose of voting on Debtors' First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan").

1. On October 8, 2005 (the "Petition Date"), thirty-nine of the above-captioned debtors (the "Debtors") filed with this Court voluntary petitions for relief under chapter 11 of Title 11 of the United States Code, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code. The

Debtors are continuing in possession of their property and are operating their businesses, as debtors-in-possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. The cases are being jointly administered, and Debtors are authorized to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107(c) and 1108 of the Bankruptcy Code.

3. Silver Point is the owner of multiple claims against the Debtors, including, but not limited to, those claims identified on Exhibits “A-1” and “A-2” hereto (collectively, the “Subject Claims”).

4. On December 10, 2007, Debtors filed the *Notice of (1) Approval of Disclosure Statement; (2) Hearing on Confirmation of Plan; (3) Deadline and Procedures for Filing Objections to Confirmation of Plan; (4) Deadline and Procedures for Temporary Allowance of Certain Claims for Voting Purposes; (5) Deadline for Asserting Cure Claims for Assumed Contracts; (6) Treatment of Certain Unliquidated, Contingent, or Disputed Claims for Notice, Voting, and Distribution Purposes; (7) Record Date; (8) Voting Deadline for Receipt of Ballots; and (9) Proposed Releases, Exculpation, and Injunction in Plan* (the “Plan Notice”)

5. The Plan Notice states that “holders of (a) unimpaired claims, (b) claims and interests who will receive no distribution under the Plan, (c) claims and interests that have been scheduled as contingent, unliquidated, or disputed and for which (i) no proof of claim was timely filed and (ii) no Rule 3018(a) Motion (as defined below) has been filed by the Rule 3018(a) Motion Deadline (as defined below), and (d) claims and interests that are the subject of an objection filed by the Debtors (except to the extent and in the manner as may be set forth in the objection)” will not receive ballots to vote on the Plan.

6. Pursuant to Silver Point’s records, neither Silver Point nor the respective original

creditors have received ballots to vote on the Plan with respect to the Subject Claims identified on Exhibit "A-1" hereto, and Silver Point believes that the reason why no such ballots were received is because either (a) such Subject Claims were scheduled by the Debtors as contingent, unliquidated, or disputed, or (b) such Subject Claims are the subject of objections by filed the Debtors. As there has been no determination that the Subject Claims are not valid and proper claims against the Debtors in the amounts as asserted, Silver Point requests temporary allowance of the Subject Claims each in the respective "Claim Amount" as identified on Exhibit "A-1" hereto, solely for the propose of voting on the Plan.

7. In addition, pursuant to Silver Point's records, Silver Point or the respective original creditors did receive ballots to vote on the Plan with respect to the Subject Claims identified on Exhibit "A-2" hereto, and the amounts listed on those ballots were less than the asserted amounts of such Subject Claims. Silver Point believes that the difference in the claim amounts is because either (a) such Subject Claims were scheduled by the Debtors as contingent, unliquidated, or disputed, or (b) such Subject Claims are the subject of objections by filed the Debtors. As there has been no determination that the Subject Claims are not valid and proper claims against the Debtors in the amounts as asserted, Silver Point requests temporary allowance of the Subject Claims each in the respective "Claim Amount" identified on Exhibit "A-2" hereto, solely for the propose of voting on the Plan.

[CONTINUED ON NEXT PAGE]

WHEREFORE, Pursuant to the Plan Notice, Bankruptcy Rule 3018(a), and Section 1126 of the Bankruptcy Code, Silver Point respectfully requests that this Court temporarily allow the Subject Claims each in the respective "Claim Amount" as listed on Exhibits "A-1" and "A-2" hereto, for the sole purpose of voting on the Plan.

Dated: January 2, 2008

Respectfully Submitted,

New York, New York

DREIER LLP

/s/ Maura I. Russell

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for Silver Point Capital Fund, L.P. and Silver
Point Capital Offshore Fund, LTD

EXHIBIT A-1 - SPCP GROUP, L.L.C.		
Original Creditor Name	Claim Number	Claim Amount (\$)
Hill & Knowlton Inc. and Hill and Knowlton Brasil Ltda.	F	16,490.21
Sagami America Ltd.	F	191,601.00
Bell Anderson & Sanders LLC	8569	63,696.63
Brown & Sharpe Inc	F (1600195-10396740)	54,725.45
C & E Sales Inc	F (1600692-10411675)	68,930.03
Cooper-Standard Automotive Inc.	14661	266,362.00
Export Corporation	F (1609190-10398007)	77,399.49
GGB LLC	F (1612214-10398336)	125,419.00
Greystone of Lincoln, Inc.	331	287,266.60
Kensa LLC	14109	95,976.84
Koyo Corporation of USA	9756	1,081,402.02
American Online Inc.		944,476.00
Bardons & Oliver Inc.	15492	233,750.00
Electronic Solutions, Inc.		100,499.44
Fairway Spring Co Inc.	15476	248,551.45
Standex Electronic Inc.		280,472.86
Mcnaughton McKay Electric Co of Ohio		74,373.62
Means Industries, Inc.	9652	681,145.20
Milliken & Company	11646	1,190,981.30
Multi Tool Inc.	F (1625550-10400027)	251,019.00
Muskegon Casting Corp.	12185, 12186	121,212.22
Penn Aluminum International, Inc.		435,185.00
Port City Die Cast Company	F(1629807-10400631)	94,334.48
Robin Industries Inc.	14265, 14262, 14267, 14264, 14274, 14271	1,485,351.00
Robin Mexicana, S. de R.L. de C.V	14270	19,576.00
Timken U.S. Co. and Timken Co.		505,000.00
Superior Industries International Inc.	4000	124,695.00
Sheffield Measurement Inc		22,104.75
Venture Plastics Inc.	10016	173,842.00
Zylux Acoustic Corp.	2464	75,000.00
Atmosphere Heat Treating Inc.	F (1597848-10396430)	3,910.40
Heraeus Inc	F (1614186-10408042)	365,810.93
Malvern Instruments Inc.		68,480.00
Micron Semiconductor Products Inc.		833,534.00
Mid South Electronics Inc.	12031	105,820.05
Multek Flexible Circuits, Inc. d.b.a. Sheldahl	13815	180,000.00
Neun H P Co Inc.		122,478.94
NXP Semiconductors USA, Inc. (successor to Philips Semi Conductors, Inc.)	14347	194,272.52
McCann Erickson, Inc.	2583	668,185.49
Senko America Corporation		101,752.01
Stanley Electric Sales of America, Inc.	F	1,258,039.10
Toko America, Inc.	F	555,580.70
West Virginia Polymer Corp.		72,786.00
Concorde Group S.A. de C.V.	F (1604079-10397214)	194,419.71
Epcos Inc.	F (1608727-10397946)	653,451.00
Eva Orlick	12163	200,000.00
Furukawa Electric North America APD, Inc.		906.21
Kensa LLC	14109	131,634.68
Lem Industries Inc.		180,407.58
Magnesium Elektron, Inc.	F (1545517-10381105)	265,694.00
Valmark Industries, Inc.	F (1560333-10394562)	60,577.03
Panasonic Automotive Systems Company of America	14318	929,888.14
Parker Hannifan Corporation	14141	73,045.69
Rasselstein GmbH	9472	152,461.57
Solution Recovery Services, Inc.	741	305,671.51
Summit Polymerers, Inc.	F (1555612-10393282)	146,659.00
Thyssenkrupp Waupaca, Inc.	F	17,312.03
Zentrix Technologies, Inc.	9107	48,128.71
A-OK Liquidation Inc. f/k/a A-OK Controls Engineering Inc.		112,000.79
Warren City Utility Services		71,897.16
On Semiconductor Components Industries LLC	11567	24,141.71
On Semiconductor Components Industries LLC	11568	30,102.47

EXHIBIT A-2 - SPCP GROUP, L.L.C.				
Original Creditor Name	Claim Number	Claim Amount (\$)	Ballot Amount (\$)	Differential (\$)
On Semiconductor Components Industries LLC	11566	5,764,040.00	5,645,154.94	(118,885.06)
Cyro Industries	11948	592,114.60	579,162.10	(12,952.50)
Nichicon (America) Corp.	2229	360,413.11	340,920.89	(19,492.22)
Tata America International Corp.	12828	2,696,313.72	2,671,979.95	(24,333.77)
Affinia Group, Inc.	11099	386,224.74	173,734.07	(212,490.67)
Motion Industries, Inc.	10232, 10231, 16416	743,769.10	742,856.86	(912.24)
NXP Semiconductors USA, Inc. (successor to Philips Semi Conductors, Inc.)	14347	5,292,606.06	4,942,906.90	(349,699.16)
Parlex Corporation	11190, 11191, 11192, 11193, 11194	472,507.11	437,063.49	(35,443.62)
United States Steel Corporation	8657	399,548.00	32,760.10	(366,787.90)
Wabash Technologies Inc.	585	172,892.82	172,388.82	(504.00)
Kimchuk, Inc.	10849	126,006.83	124,819.49	(1,187.34)
Alcoa Inc. et al.	12202, 12201, 12007, 12006	697,617.64	0	(697,617.64)
Alcoa Inc, AFL Automotive LP, Alumax Mill Products, Inc.et al.	12202, 12201, 12007, 12006	2,840,904.48	801,037.53	(2,039,866.95)
Brush Wellman Inc.	9105	288,216.76	215,417.67	(72,799.09)
Die-Namic, Inc.	F(1606773)	306,583.00	304,038.87	(2,544.13)
E.S. Investments, LLC	14148	134,530.10	134,509.20	(20.90)
Key Plastics LLC	14134	165,041.45	161,030.87	(4,010.58)
Northern Stamping, Inc.	9839	96,681.95	92,123.78	(4,558.17)
PEC of America Corporation	14132	250,136.80	249,138.20	(998.60)
Technical Materials, Inc	9106	263,654.53	181,636.12	(82,018.41)